

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): January 20, 1995

VIACOM INC.

(Exact name of registrant as specified in its charter)

Delaware	1-9553	04-2949533
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1515 Broadway, New York, New York	10036
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (212) 258-6000

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Item 5. Other Events.

On January 20, 1995, Viacom Inc. ("Viacom"), RCS Pacific, L.P., a limited partnership of which Mitgo Corp., a company wholly owned by Frank Washington, is the general partner, and InterMedia Partners IV, L.P., a limited partnership (of which InterMedia Capital Management IV, L.P. is the general partner) is the limited partner, entered into an agreement, dated as of January 20, 1995, providing for the sale of Viacom's cable television systems serving 1.1 million customers to RCS Pacific, L.P., for approximately \$2.3 billion in cash, \$600 million of which may be payable in secured short term debt.

Consummation of the transaction is subject to certain customary conditions, including among other things, (i) approvals of local franchise authorities, (ii) expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and (iii) receipt of a tax certificate from the Federal Communications Commission.

A copy of the press release by Viacom, dated January 20, 1995, relating to the above-described transaction is attached hereto as Exhibit 99.1 and is incorporated by reference.

Viacom and Tele-Communications, Inc. ("TCI") have agreed to settle the antitrust action commenced by Viacom's wholly owned subsidiary, Viacom International Inc., on September 23, 1993 against TCI and certain of TCI's affiliates in the District Court for the Southern District of New York (Viacom International Inc. v. Tele-Communications, Inc., et. al., Case No. 93 Civ. 6658 (LAP)), subject to certain conditions, including, among other things, the effectiveness of a new affiliation agreement covering TCI's long-term carriage

of Showtime and The Movie Channel and the consummation of the transaction described above.

Item 7. Financial Statements and Exhibits.

(c) The following exhibits are filed as part of this report on Form 8-K:

Exhibit 99.1 Press release by Viacom Inc., dated January 20, 1995

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VIACOM INC.

Date: January 23, 1995

By: /s/ Michael D. Fricklas

Name: Michael D. Fricklas
Title: Senior Vice President,
Deputy General Counsel

EXHIBIT INDEX

Exhibit No.	Description	Page
Exhibit 99.1	Press Release by Viacom Inc. dated January 20, 1995	

EXHIBIT 99.1

VIACOM TO SELL CABLE SYSTEMS TO MITGO CORP.
AND INTERMEDIA PARTNERS

New York, New York, January 20, 1995 -- Viacom Inc. (AMEX: VIA and VIAB) and Mitgo Corp., a company wholly owned by Frank Washington, and affiliates of InterMedia Partners, announced today that they have signed a definitive agreement under which Viacom will sell its cable systems serving 1.1 million customers to a partnership, of which Mitgo is the general partner, for approximately \$2.3 billion in cash. At the election of the partnership, up to \$600 million of the consideration can be paid in secured short-term debt.

The transaction is subject to customary conditions, approvals of local franchise authorities and receipt of a tax certificate from the Federal Communications Commission. Viacom said proceeds from the transaction, which is expected to be completed in the second half of 1995, will initially be used to repay debt.

In making the announcement, Sumner M. Redstone, Chairman of the Board of Viacom Inc., said "Viacom is a software-driven company and this agreement dramatically demonstrates our commitment to reinvesting in our core businesses. This transaction also is a significant step, both in realizing our strategic focus and in dramatically improving our capital structure for both the short and long term."

Frank J. Biondi, Jr., President and Chief Executive Officer of Viacom Inc., said "Viacom's expansion during the last year has created an array of new opportunities for our company and this agreement enables us to dedicate more of our resources to the creation of content. For Mitgo and InterMedia, these cable operations will be a core business and they will receive the commitment and attention they require to continue their record of providing the highest quality services to their customers."

Under the terms of the agreement, the Viacom systems in Seattle-Tacoma, Northern California, Salem and Dayton will be purchased by RCS Pacific, L.P., a partnership owned by Mitgo and InterMedia. Mitgo will be the general partner and InterMedia Partners will be the limited partner. A subsidiary of Tele-Communications Inc. is one of the limited partners of InterMedia. The Nashville system will be purchased by RCS Nashville, L.P., of which Mitgo will similarly be the general partner and InterMedia will be the limited partner.

Viacom Inc. is one of the world's largest entertainment and publishing companies and a leading force in nearly every segment of the international media marketplace. The operations of Viacom include Blockbuster Music, Blockbuster Video, MTV Networks, Paramount Parks, Paramount Pictures, Paramount Television, Showtime Networks, Simon & Schuster and Viacom Interactive Media, as well as radio and television stations, and movie screens in 11 countries. Viacom also has a substantial interest in Discovery Zone and a majority interest in Spelling Entertainment Group. National Amusements, Inc., a closely held corporation which owns and operates approximately 900 movie screens in the U.S. and the U.K., is the parent company of Viacom.

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